

Hearing Date and Time: September 27, 2021 at 10:00 a.m. (Eastern Time)

Response Deadline: September 15, 2021 at 4:00 p.m. (Eastern Time)

**THE DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO
DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES
RECEIVING THIS NOTICE SHOULD REVIEW THE OMNIBUS OBJECTION TO
DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE
OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO
DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
-----X		

**NOTICE OF HEARING ON DEBTORS'
THIRTY-FOURTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(TO DISALLOW AND EXPUNGE ASSERTED SECURED CLAIMS)**

PLEASE TAKE NOTICE that, on August 31, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742);

cases (collectively, the “**Debtors**”) filed the *Debtors’ Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court disallow and expunge the secured claims asserted on one or more proofs of claim (the “**Proofs of Claim**” and, the secured claims asserted thereunder, the “**Disputed Claims**”) listed on **Exhibit A** annexed hereto, on the ground(s) that, each Disputed Claim was satisfied or otherwise resolved.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 15, 2021, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405)

Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

(the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **September 27, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order

substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: August 31, 2021
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

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Sunny Singh

*Attorneys for Debtors
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Exhibit A

Disputed Claims

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
1.	JPP II, LLC as debt holder	7400	\$28,210,870.92	Standalone LC Facility
2.	JPP II, LLC as debt holder	7399	\$28,210,870.92	Standalone LC Facility
3.	JPP II, LLC as debt holder	7398	\$28,210,870.92	Standalone LC Facility
4.	JPP II, LLC as debt holder	7397	\$28,210,870.92	Standalone LC Facility
5.	JPP II, LLC as debt holder	7395	\$28,210,870.92	Standalone LC Facility
6.	JPP II, LLC as debt holder	7394	\$28,210,870.92	Standalone LC Facility
7.	JPP II, LLC as debt holder	7393	\$28,210,870.92	Standalone LC Facility
8.	JPP II, LLC as debt holder	7392	\$28,210,870.92	Standalone LC Facility
9.	JPP II, LLC as debt holder	7391	\$28,210,870.92	Standalone LC Facility
10.	JPP II, LLC as debt holder	7389	\$28,210,870.92	Standalone LC Facility
11.	JPP II, LLC as debt holder	7388	\$28,210,870.92	Standalone LC Facility
12.	JPP II, LLC as debt holder	7387	\$28,210,870.92	Standalone LC Facility
13.	JPP II, LLC as debt holder	7386	\$28,210,870.92	Standalone LC Facility
14.	JPP II, LLC as debt holder	7382	\$28,210,870.92	Standalone LC Facility
15.	JPP II, LLC as debt holder	7378	\$28,210,870.92	Standalone LC Facility
16.	JPP II, LLC as debt holder	7369	\$28,210,870.92	Standalone LC Facility
17.	JPP II, LLC as debt holder	7368	\$28,210,870.92	Standalone LC Facility
18.	JPP II, LLC as debt holder	7367	\$28,210,870.92	Standalone LC Facility
19.	JPP II, LLC as debt holder	7366	\$28,210,870.92	Standalone LC Facility
20.	JPP II, LLC as debt holder	7365	\$28,210,870.92	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
21.	JPP II, LLC as debt holder	7363	\$28,210,870.92	Standalone LC Facility
22.	JPP II, LLC as debt holder	7362	\$28,210,870.92	Standalone LC Facility
23.	JPP II, LLC as debt holder	7361	\$28,210,870.92	Standalone LC Facility
24.	JPP II, LLC as debt holder	7360	\$28,210,870.92	Standalone LC Facility
25.	JPP II, LLC as debt holder	7358	\$28,210,870.92	Standalone LC Facility
26.	JPP II, LLC as debt holder	7249	\$28,210,870.92	Standalone LC Facility
27.	JPP II, LLC as debt holder	7228	\$28,210,870.92	Standalone LC Facility
28.	JPP II, LLC as debt holder	7222	\$28,210,870.92	Standalone LC Facility
29.	JPP II, LLC as debt holder	7217	\$28,210,870.92	Standalone LC Facility
30.	JPP II, LLC as debt holder	7270	\$18,355,700.10	FILO Facility
31.	JPP II, LLC as debt holder	7268	\$18,355,700.10	FILO Facility
32.	JPP II, LLC as debt holder	7266	\$18,355,700.10	FILO Facility
33.	JPP II, LLC as debt holder	7264	\$18,355,700.10	FILO Facility
34.	JPP II, LLC as debt holder	7263	\$18,355,700.10	FILO Facility
35.	JPP II, LLC as debt holder	7262	\$18,355,700.10	FILO Facility
36.	JPP II, LLC as debt holder	7261	\$18,355,700.10	FILO Facility
37.	JPP II, LLC as debt holder	7260	\$18,355,700.10	FILO Facility
38.	JPP II, LLC as debt holder	7259	\$18,355,700.10	FILO Facility
39.	JPP II, LLC as debt holder	7256	\$18,355,700.10	FILO Facility
40.	JPP II, LLC as debt holder	7254	\$18,355,700.10	FILO Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
41.	JPP II, LLC as debt holder	7245	\$18,355,700.10	FILO Facility
42.	JPP II, LLC as debt holder	7232	\$18,355,700.10	FILO Facility
43.	JPP II, LLC as debt holder	7221	\$18,355,700.10	FILO Facility
44.	JPP II, LLC as debt holder	7219	\$18,355,700.10	FILO Facility
45.	JPP II, LLC as debt holder	7218	\$18,355,700.10	FILO Facility
46.	JPP II, LLC as debt holder	7214	\$18,355,700.10	FILO Facility
47.	JPP II, LLC as debt holder	7202	\$18,355,700.10	FILO Facility
48.	JPP II, LLC as debt holder	7197	\$18,355,700.10	FILO Facility
49.	JPP II, LLC as debt holder	7196	\$18,355,700.10	FILO Facility
50.	JPP II, LLC as debt holder	7192	\$18,355,700.10	FILO Facility
51.	JPP II, LLC as debt holder	7191	\$18,355,700.10	FILO Facility
52.	JPP II, LLC as debt holder	7190	\$18,355,700.10	FILO Facility
53.	JPP II, LLC as debt holder	7182	\$18,355,700.10	FILO Facility
54.	JPP II, LLC as debt holder	7181	\$18,355,700.10	FILO Facility
55.	JPP II, LLC as debt holder	7177	\$18,355,700.10	FILO Facility
56.	JPP II, LLC as debt holder	7175	\$18,355,700.10	FILO Facility
57.	JPP II, LLC as debt holder	7174	\$18,355,700.10	FILO Facility
58.	JPP II, LLC as debt holder	7170	\$18,355,700.10	FILO Facility
59.	JPP, LLC as debt holder	7541	\$232,765,633.00	IP / Ground Lease Term Loan Facility
60.	JPP, LLC as debt holder	7536	\$232,765,633.00	IP / Ground Lease Term Loan Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
61.	JPP, LLC as debt holder	7528	\$232,765,633.00	IP / Ground Lease Term Loan Facility
62.	JPP, LLC as debt holder	7524	\$232,765,633.00	IP / Ground Lease Term Loan Facility
63.	JPP, LLC as debt holder	7522	\$232,765,633.00	IP / Ground Lease Term Loan Facility
64.	JPP, LLC as debt holder	7518	\$232,765,633.00	IP / Ground Lease Term Loan Facility
65.	JPP, LLC as debt holder	7514	\$232,765,633.00	IP / Ground Lease Term Loan Facility
66.	JPP, LLC as debt holder	7509	\$232,765,633.00	IP / Ground Lease Term Loan Facility
67.	JPP, LLC as debt holder	7502	\$232,765,633.00	IP / Ground Lease Term Loan Facility
68.	JPP, LLC as debt holder	7501	\$232,765,633.00	IP / Ground Lease Term Loan Facility
69.	JPP, LLC as debt holder	7499	\$232,765,633.00	IP / Ground Lease Term Loan Facility
70.	JPP, LLC as debt holder	7498	\$232,765,633.00	IP / Ground Lease Term Loan Facility
71.	JPP, LLC as debt holder	7483	\$232,765,633.00	IP / Ground Lease Term Loan Facility
72.	JPP, LLC as debt holder	7473	\$232,765,633.00	IP / Ground Lease Term Loan Facility
73.	JPP, LLC as debt holder	7472	\$232,765,633.00	IP / Ground Lease Term Loan Facility
74.	JPP, LLC as debt holder	7468	\$232,765,633.00	IP / Ground Lease Term Loan Facility
75.	JPP, LLC as debt holder	7447	\$232,765,633.00	IP / Ground Lease Term Loan Facility
76.	JPP, LLC as debt holder	7411	\$232,765,633.00	IP / Ground Lease Term Loan Facility
77.	JPP, LLC as debt holder	7396	\$232,765,633.00	IP / Ground Lease Term Loan Facility
78.	JPP, LLC as debt holder	7381	\$232,765,633.00	IP / Ground Lease Term Loan Facility
79.	JPP, LLC as debt holder	7380	\$232,765,633.00	IP / Ground Lease Term Loan Facility
80.	JPP, LLC as debt holder	7377	\$232,765,633.00	IP / Ground Lease Term Loan Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
81.	JPP, LLC as debt holder	7375	\$232,765,633.00	IP / Ground Lease Term Loan Facility
82.	JPP, LLC as debt holder	7371	\$232,765,633.00	IP / Ground Lease Term Loan Facility
83.	JPP, LLC as debt holder	7247	\$232,765,633.00	IP / Ground Lease Term Loan Facility
84.	JPP, LLC as debt holder	7242	\$232,765,633.00	IP / Ground Lease Term Loan Facility
85.	JPP, LLC as debt holder	7241	\$232,765,633.00	IP / Ground Lease Term Loan Facility
86.	JPP, LLC as debt holder	7240	\$232,765,633.00	IP / Ground Lease Term Loan Facility
87.	JPP, LLC as debt holder	7239	\$232,765,633.00	IP / Ground Lease Term Loan Facility
88.	JPP, LLC as debt holder	7237	\$232,765,633.00	IP / Ground Lease Term Loan Facility
89.	JPP, LLC as debt holder	7235	\$232,765,633.00	IP / Ground Lease Term Loan Facility
90.	JPP, LLC as debt holder	7229	\$232,765,633.00	IP / Ground Lease Term Loan Facility
91.	JPP, LLC as debt holder	7224	\$232,765,633.00	IP / Ground Lease Term Loan Facility
92.	JPP, LLC as debt holder	7526	\$80,199,593.52	Standalone LC Facility
93.	JPP, LLC as debt holder	7523	\$80,199,593.52	Standalone LC Facility
94.	JPP, LLC as debt holder	7512	\$80,199,593.52	Standalone LC Facility
95.	JPP, LLC as debt holder	7504	\$80,199,593.52	Standalone LC Facility
96.	JPP, LLC as debt holder	7500	\$80,199,593.52	Standalone LC Facility
97.	JPP, LLC as debt holder	7489	\$80,199,593.52	Standalone LC Facility
98.	JPP, LLC as debt holder	7486	\$80,199,593.52	Standalone LC Facility
99.	JPP, LLC as debt holder	7484	\$80,199,593.52	Standalone LC Facility
100.	JPP, LLC as debt holder	7470	\$80,199,593.52	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
101.	JPP, LLC as debt holder	7440	\$80,199,593.52	Standalone LC Facility
102.	JPP, LLC as debt holder	7438	\$80,199,593.52	Standalone LC Facility
103.	JPP, LLC as debt holder	7428	\$80,199,593.52	Standalone LC Facility
104.	JPP, LLC as debt holder	7424	\$80,199,593.52	Standalone LC Facility
105.	JPP, LLC as debt holder	7421	\$80,199,593.52	Standalone LC Facility
106.	JPP, LLC as debt holder	7390	\$80,199,593.52	Standalone LC Facility
107.	JPP, LLC as debt holder	7376	\$80,199,593.52	Standalone LC Facility
108.	JPP, LLC as debt holder	7373	\$80,199,593.52	Standalone LC Facility
109.	JPP, LLC as debt holder	7351	\$80,199,593.52	Standalone LC Facility
110.	JPP, LLC as debt holder	7340	\$80,199,593.52	Standalone LC Facility
111.	JPP, LLC as debt holder	7338	\$80,199,593.52	Standalone LC Facility
112.	JPP, LLC as debt holder	7329	\$80,199,593.52	Standalone LC Facility
113.	JPP, LLC as debt holder	7323	\$80,199,593.52	Standalone LC Facility
114.	JPP, LLC as debt holder	7313	\$80,199,593.52	Standalone LC Facility
115.	JPP, LLC as debt holder	7295	\$80,199,593.52	Standalone LC Facility
116.	JPP, LLC as debt holder	7284	\$80,199,593.52	Standalone LC Facility
117.	JPP, LLC as debt holder	7274	\$80,199,593.52	Standalone LC Facility
118.	JPP, LLC as debt holder	7203	\$80,199,593.52	Standalone LC Facility
119.	JPP, LLC as debt holder	7200	\$80,199,593.52	Standalone LC Facility
120.	JPP, LLC as debt holder	7195	\$80,199,593.52	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
121.	JPP, LLC as debt holder	7527	\$52,204,376.83	FILO Facility
122.	JPP, LLC as debt holder	7494	\$52,204,376.83	FILO Facility
123.	JPP, LLC as debt holder	7493	\$52,204,376.83	FILO Facility
124.	JPP, LLC as debt holder	7478	\$52,204,376.83	FILO Facility
125.	JPP, LLC as debt holder	7475	\$52,204,376.83	FILO Facility
126.	JPP, LLC as debt holder	7462	\$52,204,376.83	FILO Facility
127.	JPP, LLC as debt holder	7436	\$52,204,376.83	FILO Facility
128.	JPP, LLC as debt holder	7427	\$52,204,376.83	FILO Facility
129.	JPP, LLC as debt holder	7426	\$52,204,376.83	FILO Facility
130.	JPP, LLC as debt holder	7425	\$52,204,376.83	FILO Facility
131.	JPP, LLC as debt holder	7423	\$52,204,376.83	FILO Facility
132.	JPP, LLC as debt holder	7422	\$52,204,376.83	FILO Facility
133.	JPP, LLC as debt holder	7419	\$52,204,376.83	FILO Facility
134.	JPP, LLC as debt holder	7417	\$52,204,376.83	FILO Facility
135.	JPP, LLC as debt holder	7416	\$52,204,376.83	FILO Facility
136.	JPP, LLC as debt holder	7415	\$52,204,376.83	FILO Facility
137.	JPP, LLC as debt holder	7402	\$52,204,376.83	FILO Facility
138.	JPP, LLC as debt holder	7385	\$52,204,376.83	FILO Facility
139.	JPP, LLC as debt holder	7344	\$52,204,376.83	FILO Facility
140.	JPP, LLC as debt holder	7331	\$52,204,376.83	FILO Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
141.	JPP, LLC as debt holder	7328	\$52,204,376.83	FILO Facility
142.	JPP, LLC as debt holder	7327	\$52,204,376.83	FILO Facility
143.	JPP, LLC as debt holder	7304	\$52,204,376.83	FILO Facility
144.	JPP, LLC as debt holder	7272	\$52,204,376.83	FILO Facility
145.	JPP, LLC as debt holder	7271	\$52,204,376.83	FILO Facility
146.	JPP, LLC as debt holder	7233	\$52,204,376.83	FILO Facility
147.	JPP, LLC as debt holder	7198	\$52,204,376.83	FILO Facility
148.	JPP, LLC as debt holder	7189	\$52,204,376.83	FILO Facility
149.	JPP, LLC as debt holder	7169	\$52,204,376.83	FILO Facility
150.	SL Agent, LLC as administrative agent	7481	\$834,963,055.51	Real Estate 2020 Loan
151.	SL Agent, LLC, as administrative agent	7496	\$834,963,055.51	Real Estate 2020 Loan
152.	SL Agent, LLC, as administrative agent	7488	\$834,963,055.51	Real Estate 2020 Loan
153.	SL Agent, LLC, as administrative agent	7485	\$834,963,055.51	Real Estate 2020 Loan
154.	SL Agent, LLC, as administrative agent	7479	\$834,963,055.51	Real Estate 2020 Loan
155.	SL Agent, LLC, as administrative agent	7410	\$834,963,055.51	Real Estate 2020 Loan
156.	SL Agent, LLC, as administrative agent	7244	\$834,963,055.51	Real Estate 2020 Loan
157.	SL Agent, LLC, as administrative agent	7137	\$834,963,055.51	Real Estate 2020 Loan
158.	SL Agent, LLC, as administrative agent	7122	\$834,963,055.51	Real Estate 2020 Loan
159.	SL Agent, LLC, as administrative agent	7121	\$834,963,055.51	Real Estate 2020 Loan
160.	SL Agent, LLC, as administrative agent	7117	\$834,963,055.51	Real Estate 2020 Loan

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
161.	SL Agent, LLC, as administrative agent	7116	\$834,963,055.51	Real Estate 2020 Loan

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

- Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: September 27, 2021 at 10:00 a.m. (Eastern Time)
Response Deadline: September 15, 2021 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(TO DISALLOW AND EXPUNGE ASSERTED SECURED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THIS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,
PHIL DIDONATO, ESQ., AT (212) 310-8636.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), approving the Debtors’ entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the “**APA**”), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC (“**Transform**”), pursuant to which the Debtors sold substantially all their assets to Transform.

5. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the “**Disclosure Statement**”) (ECF No. 4390).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code, seeking entry of an order disallowing and expunging the asserted secured claims associated

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

with the Proofs of Claim listed on **Exhibit A** annexed hereto (collectively, the “**Disputed Claims**”). Each Disputed Claim was satisfied by its inclusion in the Purchase Price as a component of the Credit Bid (defined in the APA), or otherwise resolved pursuant to the terms of the APA.

9. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the “**Proposed Order**”).

The Disputed Claims Should Be Disallowed

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

12. Each Disputed Claim asserts a secured claim arising under one of the following prepetition secured debt facilities: the Real Estate 2020 Loan, the Stand Alone LC Facility, the IP/Ground Lease Term Loan Facility, or the FILO Facility (each as defined in the Sale

Order). As noted above, the Debtors sold substantially all of their assets to Transform pursuant to the APA. The APA or the Sale Order provides for the following treatment of the Disputed Claims:

Secured Debt Facility	Treatment Under APA and Sale Order
Real Estate 2020 Loan	<ul style="list-style-type: none"> • APA, Section 11.8: Proceeds from the sale or disposition of collateral pledged to secure the Real Estate 2020 Loan satisfied in full the Debtors’ obligations under the Real Estate 2020 Loan.
Stand Alone LC Facility	<ul style="list-style-type: none"> • Sale Order, Paragraph 60: As of the Closing Date, all obligations of the applicable Debtors with respect to Stand Alone LC Facility were assumed by the applicable Buyer Affiliate, and all obligations of any Debtor thereunder were terminated.
IP/Ground Lease Term Loan Facility	<ul style="list-style-type: none"> • APA, Section 3.1(b): All outstanding obligations held by Transform and its affiliates under the IP/Ground Lease Term Loan Facility were included in the Purchase Price as a component of the Credit Bid.
FILO Facility	<ul style="list-style-type: none"> • APA, Section 3.1(b): All outstanding obligations held by Transform and its affiliates under the FILO Facility were included in the Purchase Price as a component of the Credit Bid.

Reservation of Rights

13. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

14. Notice of this Objection has been provided in accordance with the procedures set forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

15. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 31, 2021
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Disputed Claims

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
1.	JPP II, LLC as debt holder	7400	\$28,210,870.92	Standalone LC Facility
2.	JPP II, LLC as debt holder	7399	\$28,210,870.92	Standalone LC Facility
3.	JPP II, LLC as debt holder	7398	\$28,210,870.92	Standalone LC Facility
4.	JPP II, LLC as debt holder	7397	\$28,210,870.92	Standalone LC Facility
5.	JPP II, LLC as debt holder	7395	\$28,210,870.92	Standalone LC Facility
6.	JPP II, LLC as debt holder	7394	\$28,210,870.92	Standalone LC Facility
7.	JPP II, LLC as debt holder	7393	\$28,210,870.92	Standalone LC Facility
8.	JPP II, LLC as debt holder	7392	\$28,210,870.92	Standalone LC Facility
9.	JPP II, LLC as debt holder	7391	\$28,210,870.92	Standalone LC Facility
10.	JPP II, LLC as debt holder	7389	\$28,210,870.92	Standalone LC Facility
11.	JPP II, LLC as debt holder	7388	\$28,210,870.92	Standalone LC Facility
12.	JPP II, LLC as debt holder	7387	\$28,210,870.92	Standalone LC Facility
13.	JPP II, LLC as debt holder	7386	\$28,210,870.92	Standalone LC Facility
14.	JPP II, LLC as debt holder	7382	\$28,210,870.92	Standalone LC Facility
15.	JPP II, LLC as debt holder	7378	\$28,210,870.92	Standalone LC Facility
16.	JPP II, LLC as debt holder	7369	\$28,210,870.92	Standalone LC Facility
17.	JPP II, LLC as debt holder	7368	\$28,210,870.92	Standalone LC Facility
18.	JPP II, LLC as debt holder	7367	\$28,210,870.92	Standalone LC Facility
19.	JPP II, LLC as debt holder	7366	\$28,210,870.92	Standalone LC Facility
20.	JPP II, LLC as debt holder	7365	\$28,210,870.92	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
21.	JPP II, LLC as debt holder	7363	\$28,210,870.92	Standalone LC Facility
22.	JPP II, LLC as debt holder	7362	\$28,210,870.92	Standalone LC Facility
23.	JPP II, LLC as debt holder	7361	\$28,210,870.92	Standalone LC Facility
24.	JPP II, LLC as debt holder	7360	\$28,210,870.92	Standalone LC Facility
25.	JPP II, LLC as debt holder	7358	\$28,210,870.92	Standalone LC Facility
26.	JPP II, LLC as debt holder	7249	\$28,210,870.92	Standalone LC Facility
27.	JPP II, LLC as debt holder	7228	\$28,210,870.92	Standalone LC Facility
28.	JPP II, LLC as debt holder	7222	\$28,210,870.92	Standalone LC Facility
29.	JPP II, LLC as debt holder	7217	\$28,210,870.92	Standalone LC Facility
30.	JPP II, LLC as debt holder	7270	\$18,355,700.10	FILO Facility
31.	JPP II, LLC as debt holder	7268	\$18,355,700.10	FILO Facility
32.	JPP II, LLC as debt holder	7266	\$18,355,700.10	FILO Facility
33.	JPP II, LLC as debt holder	7264	\$18,355,700.10	FILO Facility
34.	JPP II, LLC as debt holder	7263	\$18,355,700.10	FILO Facility
35.	JPP II, LLC as debt holder	7262	\$18,355,700.10	FILO Facility
36.	JPP II, LLC as debt holder	7261	\$18,355,700.10	FILO Facility
37.	JPP II, LLC as debt holder	7260	\$18,355,700.10	FILO Facility
38.	JPP II, LLC as debt holder	7259	\$18,355,700.10	FILO Facility
39.	JPP II, LLC as debt holder	7256	\$18,355,700.10	FILO Facility
40.	JPP II, LLC as debt holder	7254	\$18,355,700.10	FILO Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
41.	JPP II, LLC as debt holder	7245	\$18,355,700.10	FILO Facility
42.	JPP II, LLC as debt holder	7232	\$18,355,700.10	FILO Facility
43.	JPP II, LLC as debt holder	7221	\$18,355,700.10	FILO Facility
44.	JPP II, LLC as debt holder	7219	\$18,355,700.10	FILO Facility
45.	JPP II, LLC as debt holder	7218	\$18,355,700.10	FILO Facility
46.	JPP II, LLC as debt holder	7214	\$18,355,700.10	FILO Facility
47.	JPP II, LLC as debt holder	7202	\$18,355,700.10	FILO Facility
48.	JPP II, LLC as debt holder	7197	\$18,355,700.10	FILO Facility
49.	JPP II, LLC as debt holder	7196	\$18,355,700.10	FILO Facility
50.	JPP II, LLC as debt holder	7192	\$18,355,700.10	FILO Facility
51.	JPP II, LLC as debt holder	7191	\$18,355,700.10	FILO Facility
52.	JPP II, LLC as debt holder	7190	\$18,355,700.10	FILO Facility
53.	JPP II, LLC as debt holder	7182	\$18,355,700.10	FILO Facility
54.	JPP II, LLC as debt holder	7181	\$18,355,700.10	FILO Facility
55.	JPP II, LLC as debt holder	7177	\$18,355,700.10	FILO Facility
56.	JPP II, LLC as debt holder	7175	\$18,355,700.10	FILO Facility
57.	JPP II, LLC as debt holder	7174	\$18,355,700.10	FILO Facility
58.	JPP II, LLC as debt holder	7170	\$18,355,700.10	FILO Facility
59.	JPP, LLC as debt holder	7541	\$232,765,633.00	IP / Ground Lease Term Loan Facility
60.	JPP, LLC as debt holder	7536	\$232,765,633.00	IP / Ground Lease Term Loan Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
61.	JPP, LLC as debt holder	7528	\$232,765,633.00	IP / Ground Lease Term Loan Facility
62.	JPP, LLC as debt holder	7524	\$232,765,633.00	IP / Ground Lease Term Loan Facility
63.	JPP, LLC as debt holder	7522	\$232,765,633.00	IP / Ground Lease Term Loan Facility
64.	JPP, LLC as debt holder	7518	\$232,765,633.00	IP / Ground Lease Term Loan Facility
65.	JPP, LLC as debt holder	7514	\$232,765,633.00	IP / Ground Lease Term Loan Facility
66.	JPP, LLC as debt holder	7509	\$232,765,633.00	IP / Ground Lease Term Loan Facility
67.	JPP, LLC as debt holder	7502	\$232,765,633.00	IP / Ground Lease Term Loan Facility
68.	JPP, LLC as debt holder	7501	\$232,765,633.00	IP / Ground Lease Term Loan Facility
69.	JPP, LLC as debt holder	7499	\$232,765,633.00	IP / Ground Lease Term Loan Facility
70.	JPP, LLC as debt holder	7498	\$232,765,633.00	IP / Ground Lease Term Loan Facility
71.	JPP, LLC as debt holder	7483	\$232,765,633.00	IP / Ground Lease Term Loan Facility
72.	JPP, LLC as debt holder	7473	\$232,765,633.00	IP / Ground Lease Term Loan Facility
73.	JPP, LLC as debt holder	7472	\$232,765,633.00	IP / Ground Lease Term Loan Facility
74.	JPP, LLC as debt holder	7468	\$232,765,633.00	IP / Ground Lease Term Loan Facility
75.	JPP, LLC as debt holder	7447	\$232,765,633.00	IP / Ground Lease Term Loan Facility
76.	JPP, LLC as debt holder	7411	\$232,765,633.00	IP / Ground Lease Term Loan Facility
77.	JPP, LLC as debt holder	7396	\$232,765,633.00	IP / Ground Lease Term Loan Facility
78.	JPP, LLC as debt holder	7381	\$232,765,633.00	IP / Ground Lease Term Loan Facility
79.	JPP, LLC as debt holder	7380	\$232,765,633.00	IP / Ground Lease Term Loan Facility
80.	JPP, LLC as debt holder	7377	\$232,765,633.00	IP / Ground Lease Term Loan Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
81.	JPP, LLC as debt holder	7375	\$232,765,633.00	IP / Ground Lease Term Loan Facility
82.	JPP, LLC as debt holder	7371	\$232,765,633.00	IP / Ground Lease Term Loan Facility
83.	JPP, LLC as debt holder	7247	\$232,765,633.00	IP / Ground Lease Term Loan Facility
84.	JPP, LLC as debt holder	7242	\$232,765,633.00	IP / Ground Lease Term Loan Facility
85.	JPP, LLC as debt holder	7241	\$232,765,633.00	IP / Ground Lease Term Loan Facility
86.	JPP, LLC as debt holder	7240	\$232,765,633.00	IP / Ground Lease Term Loan Facility
87.	JPP, LLC as debt holder	7239	\$232,765,633.00	IP / Ground Lease Term Loan Facility
88.	JPP, LLC as debt holder	7237	\$232,765,633.00	IP / Ground Lease Term Loan Facility
89.	JPP, LLC as debt holder	7235	\$232,765,633.00	IP / Ground Lease Term Loan Facility
90.	JPP, LLC as debt holder	7229	\$232,765,633.00	IP / Ground Lease Term Loan Facility
91.	JPP, LLC as debt holder	7224	\$232,765,633.00	IP / Ground Lease Term Loan Facility
92.	JPP, LLC as debt holder	7526	\$80,199,593.52	Standalone LC Facility
93.	JPP, LLC as debt holder	7523	\$80,199,593.52	Standalone LC Facility
94.	JPP, LLC as debt holder	7512	\$80,199,593.52	Standalone LC Facility
95.	JPP, LLC as debt holder	7504	\$80,199,593.52	Standalone LC Facility
96.	JPP, LLC as debt holder	7500	\$80,199,593.52	Standalone LC Facility
97.	JPP, LLC as debt holder	7489	\$80,199,593.52	Standalone LC Facility
98.	JPP, LLC as debt holder	7486	\$80,199,593.52	Standalone LC Facility
99.	JPP, LLC as debt holder	7484	\$80,199,593.52	Standalone LC Facility
100.	JPP, LLC as debt holder	7470	\$80,199,593.52	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
101.	JPP, LLC as debt holder	7440	\$80,199,593.52	Standalone LC Facility
102.	JPP, LLC as debt holder	7438	\$80,199,593.52	Standalone LC Facility
103.	JPP, LLC as debt holder	7428	\$80,199,593.52	Standalone LC Facility
104.	JPP, LLC as debt holder	7424	\$80,199,593.52	Standalone LC Facility
105.	JPP, LLC as debt holder	7421	\$80,199,593.52	Standalone LC Facility
106.	JPP, LLC as debt holder	7390	\$80,199,593.52	Standalone LC Facility
107.	JPP, LLC as debt holder	7376	\$80,199,593.52	Standalone LC Facility
108.	JPP, LLC as debt holder	7373	\$80,199,593.52	Standalone LC Facility
109.	JPP, LLC as debt holder	7351	\$80,199,593.52	Standalone LC Facility
110.	JPP, LLC as debt holder	7340	\$80,199,593.52	Standalone LC Facility
111.	JPP, LLC as debt holder	7338	\$80,199,593.52	Standalone LC Facility
112.	JPP, LLC as debt holder	7329	\$80,199,593.52	Standalone LC Facility
113.	JPP, LLC as debt holder	7323	\$80,199,593.52	Standalone LC Facility
114.	JPP, LLC as debt holder	7313	\$80,199,593.52	Standalone LC Facility
115.	JPP, LLC as debt holder	7295	\$80,199,593.52	Standalone LC Facility
116.	JPP, LLC as debt holder	7284	\$80,199,593.52	Standalone LC Facility
117.	JPP, LLC as debt holder	7274	\$80,199,593.52	Standalone LC Facility
118.	JPP, LLC as debt holder	7203	\$80,199,593.52	Standalone LC Facility
119.	JPP, LLC as debt holder	7200	\$80,199,593.52	Standalone LC Facility
120.	JPP, LLC as debt holder	7195	\$80,199,593.52	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
121.	JPP, LLC as debt holder	7527	\$52,204,376.83	FILO Facility
122.	JPP, LLC as debt holder	7494	\$52,204,376.83	FILO Facility
123.	JPP, LLC as debt holder	7493	\$52,204,376.83	FILO Facility
124.	JPP, LLC as debt holder	7478	\$52,204,376.83	FILO Facility
125.	JPP, LLC as debt holder	7475	\$52,204,376.83	FILO Facility
126.	JPP, LLC as debt holder	7462	\$52,204,376.83	FILO Facility
127.	JPP, LLC as debt holder	7436	\$52,204,376.83	FILO Facility
128.	JPP, LLC as debt holder	7427	\$52,204,376.83	FILO Facility
129.	JPP, LLC as debt holder	7426	\$52,204,376.83	FILO Facility
130.	JPP, LLC as debt holder	7425	\$52,204,376.83	FILO Facility
131.	JPP, LLC as debt holder	7423	\$52,204,376.83	FILO Facility
132.	JPP, LLC as debt holder	7422	\$52,204,376.83	FILO Facility
133.	JPP, LLC as debt holder	7419	\$52,204,376.83	FILO Facility
134.	JPP, LLC as debt holder	7417	\$52,204,376.83	FILO Facility
135.	JPP, LLC as debt holder	7416	\$52,204,376.83	FILO Facility
136.	JPP, LLC as debt holder	7415	\$52,204,376.83	FILO Facility
137.	JPP, LLC as debt holder	7402	\$52,204,376.83	FILO Facility
138.	JPP, LLC as debt holder	7385	\$52,204,376.83	FILO Facility
139.	JPP, LLC as debt holder	7344	\$52,204,376.83	FILO Facility
140.	JPP, LLC as debt holder	7331	\$52,204,376.83	FILO Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
141.	JPP, LLC as debt holder	7328	\$52,204,376.83	FILO Facility
142.	JPP, LLC as debt holder	7327	\$52,204,376.83	FILO Facility
143.	JPP, LLC as debt holder	7304	\$52,204,376.83	FILO Facility
144.	JPP, LLC as debt holder	7272	\$52,204,376.83	FILO Facility
145.	JPP, LLC as debt holder	7271	\$52,204,376.83	FILO Facility
146.	JPP, LLC as debt holder	7233	\$52,204,376.83	FILO Facility
147.	JPP, LLC as debt holder	7198	\$52,204,376.83	FILO Facility
148.	JPP, LLC as debt holder	7189	\$52,204,376.83	FILO Facility
149.	JPP, LLC as debt holder	7169	\$52,204,376.83	FILO Facility
150.	SL Agent, LLC as administrative agent	7481	\$834,963,055.51	Real Estate 2020 Loan
151.	SL Agent, LLC, as administrative agent	7496	\$834,963,055.51	Real Estate 2020 Loan
152.	SL Agent, LLC, as administrative agent	7488	\$834,963,055.51	Real Estate 2020 Loan
153.	SL Agent, LLC, as administrative agent	7485	\$834,963,055.51	Real Estate 2020 Loan
154.	SL Agent, LLC, as administrative agent	7479	\$834,963,055.51	Real Estate 2020 Loan
155.	SL Agent, LLC, as administrative agent	7410	\$834,963,055.51	Real Estate 2020 Loan
156.	SL Agent, LLC, as administrative agent	7244	\$834,963,055.51	Real Estate 2020 Loan
157.	SL Agent, LLC, as administrative agent	7137	\$834,963,055.51	Real Estate 2020 Loan
158.	SL Agent, LLC, as administrative agent	7122	\$834,963,055.51	Real Estate 2020 Loan
159.	SL Agent, LLC, as administrative agent	7121	\$834,963,055.51	Real Estate 2020 Loan
160.	SL Agent, LLC, as administrative agent	7117	\$834,963,055.51	Real Estate 2020 Loan

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
161.	SL Agent, LLC, as administrative agent	7116	\$834,963,055.51	Real Estate 2020 Loan

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO PROOFS
OF CLAIM (TO DISALLOW AND EXPUNGE ASSERTED SECURED CLAIMS)**

Upon the *Debtors' Thirty-Fourth Omnibus Objection to Proofs of Claim (To Disallow and Expunge Asserted Secured Claims)*, filed on August 31, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code, each claim listed on **Exhibit 1** annexed hereto (collectively, the “**Disputed Claims**”) is disallowed and expunged in its entirety.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
1.	JPP II, LLC as debt holder	7400	\$28,210,870.92	Standalone LC Facility
2.	JPP II, LLC as debt holder	7399	\$28,210,870.92	Standalone LC Facility
3.	JPP II, LLC as debt holder	7398	\$28,210,870.92	Standalone LC Facility
4.	JPP II, LLC as debt holder	7397	\$28,210,870.92	Standalone LC Facility
5.	JPP II, LLC as debt holder	7395	\$28,210,870.92	Standalone LC Facility
6.	JPP II, LLC as debt holder	7394	\$28,210,870.92	Standalone LC Facility
7.	JPP II, LLC as debt holder	7393	\$28,210,870.92	Standalone LC Facility
8.	JPP II, LLC as debt holder	7392	\$28,210,870.92	Standalone LC Facility
9.	JPP II, LLC as debt holder	7391	\$28,210,870.92	Standalone LC Facility
10.	JPP II, LLC as debt holder	7389	\$28,210,870.92	Standalone LC Facility
11.	JPP II, LLC as debt holder	7388	\$28,210,870.92	Standalone LC Facility
12.	JPP II, LLC as debt holder	7387	\$28,210,870.92	Standalone LC Facility
13.	JPP II, LLC as debt holder	7386	\$28,210,870.92	Standalone LC Facility
14.	JPP II, LLC as debt holder	7382	\$28,210,870.92	Standalone LC Facility
15.	JPP II, LLC as debt holder	7378	\$28,210,870.92	Standalone LC Facility
16.	JPP II, LLC as debt holder	7369	\$28,210,870.92	Standalone LC Facility
17.	JPP II, LLC as debt holder	7368	\$28,210,870.92	Standalone LC Facility
18.	JPP II, LLC as debt holder	7367	\$28,210,870.92	Standalone LC Facility
19.	JPP II, LLC as debt holder	7366	\$28,210,870.92	Standalone LC Facility
20.	JPP II, LLC as debt holder	7365	\$28,210,870.92	Standalone LC Facility

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
21.	JPP II, LLC as debt holder	7363	\$28,210,870.92	Standalone LC Facility
22.	JPP II, LLC as debt holder	7362	\$28,210,870.92	Standalone LC Facility
23.	JPP II, LLC as debt holder	7361	\$28,210,870.92	Standalone LC Facility
24.	JPP II, LLC as debt holder	7360	\$28,210,870.92	Standalone LC Facility
25.	JPP II, LLC as debt holder	7358	\$28,210,870.92	Standalone LC Facility
26.	JPP II, LLC as debt holder	7249	\$28,210,870.92	Standalone LC Facility
27.	JPP II, LLC as debt holder	7228	\$28,210,870.92	Standalone LC Facility
28.	JPP II, LLC as debt holder	7222	\$28,210,870.92	Standalone LC Facility
29.	JPP II, LLC as debt holder	7217	\$28,210,870.92	Standalone LC Facility
30.	JPP II, LLC as debt holder	7270	\$18,355,700.10	FILO Facility
31.	JPP II, LLC as debt holder	7268	\$18,355,700.10	FILO Facility
32.	JPP II, LLC as debt holder	7266	\$18,355,700.10	FILO Facility
33.	JPP II, LLC as debt holder	7264	\$18,355,700.10	FILO Facility
34.	JPP II, LLC as debt holder	7263	\$18,355,700.10	FILO Facility
35.	JPP II, LLC as debt holder	7262	\$18,355,700.10	FILO Facility
36.	JPP II, LLC as debt holder	7261	\$18,355,700.10	FILO Facility
37.	JPP II, LLC as debt holder	7260	\$18,355,700.10	FILO Facility
38.	JPP II, LLC as debt holder	7259	\$18,355,700.10	FILO Facility
39.	JPP II, LLC as debt holder	7256	\$18,355,700.10	FILO Facility
40.	JPP II, LLC as debt holder	7254	\$18,355,700.10	FILO Facility

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Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
41.	JPP II, LLC as debt holder	7245	\$18,355,700.10	FILO Facility
42.	JPP II, LLC as debt holder	7232	\$18,355,700.10	FILO Facility
43.	JPP II, LLC as debt holder	7221	\$18,355,700.10	FILO Facility
44.	JPP II, LLC as debt holder	7219	\$18,355,700.10	FILO Facility
45.	JPP II, LLC as debt holder	7218	\$18,355,700.10	FILO Facility
46.	JPP II, LLC as debt holder	7214	\$18,355,700.10	FILO Facility
47.	JPP II, LLC as debt holder	7202	\$18,355,700.10	FILO Facility
48.	JPP II, LLC as debt holder	7197	\$18,355,700.10	FILO Facility
49.	JPP II, LLC as debt holder	7196	\$18,355,700.10	FILO Facility
50.	JPP II, LLC as debt holder	7192	\$18,355,700.10	FILO Facility
51.	JPP II, LLC as debt holder	7191	\$18,355,700.10	FILO Facility
52.	JPP II, LLC as debt holder	7190	\$18,355,700.10	FILO Facility
53.	JPP II, LLC as debt holder	7182	\$18,355,700.10	FILO Facility
54.	JPP II, LLC as debt holder	7181	\$18,355,700.10	FILO Facility
55.	JPP II, LLC as debt holder	7177	\$18,355,700.10	FILO Facility
56.	JPP II, LLC as debt holder	7175	\$18,355,700.10	FILO Facility
57.	JPP II, LLC as debt holder	7174	\$18,355,700.10	FILO Facility
58.	JPP II, LLC as debt holder	7170	\$18,355,700.10	FILO Facility
59.	JPP, LLC as debt holder	7541	\$232,765,633.00	IP / Ground Lease Term Loan Facility
60.	JPP, LLC as debt holder	7536	\$232,765,633.00	IP / Ground Lease Term Loan Facility

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**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

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66.	JPP, LLC as debt holder	7509	\$232,765,633.00	IP / Ground Lease Term Loan Facility
67.	JPP, LLC as debt holder	7502	\$232,765,633.00	IP / Ground Lease Term Loan Facility
68.	JPP, LLC as debt holder	7501	\$232,765,633.00	IP / Ground Lease Term Loan Facility
69.	JPP, LLC as debt holder	7499	\$232,765,633.00	IP / Ground Lease Term Loan Facility
70.	JPP, LLC as debt holder	7498	\$232,765,633.00	IP / Ground Lease Term Loan Facility
71.	JPP, LLC as debt holder	7483	\$232,765,633.00	IP / Ground Lease Term Loan Facility
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74.	JPP, LLC as debt holder	7468	\$232,765,633.00	IP / Ground Lease Term Loan Facility
75.	JPP, LLC as debt holder	7447	\$232,765,633.00	IP / Ground Lease Term Loan Facility
76.	JPP, LLC as debt holder	7411	\$232,765,633.00	IP / Ground Lease Term Loan Facility
77.	JPP, LLC as debt holder	7396	\$232,765,633.00	IP / Ground Lease Term Loan Facility
78.	JPP, LLC as debt holder	7381	\$232,765,633.00	IP / Ground Lease Term Loan Facility
79.	JPP, LLC as debt holder	7380	\$232,765,633.00	IP / Ground Lease Term Loan Facility
80.	JPP, LLC as debt holder	7377	\$232,765,633.00	IP / Ground Lease Term Loan Facility

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**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
81.	JPP, LLC as debt holder	7375	\$232,765,633.00	IP / Ground Lease Term Loan Facility
82.	JPP, LLC as debt holder	7371	\$232,765,633.00	IP / Ground Lease Term Loan Facility
83.	JPP, LLC as debt holder	7247	\$232,765,633.00	IP / Ground Lease Term Loan Facility
84.	JPP, LLC as debt holder	7242	\$232,765,633.00	IP / Ground Lease Term Loan Facility
85.	JPP, LLC as debt holder	7241	\$232,765,633.00	IP / Ground Lease Term Loan Facility
86.	JPP, LLC as debt holder	7240	\$232,765,633.00	IP / Ground Lease Term Loan Facility
87.	JPP, LLC as debt holder	7239	\$232,765,633.00	IP / Ground Lease Term Loan Facility
88.	JPP, LLC as debt holder	7237	\$232,765,633.00	IP / Ground Lease Term Loan Facility
89.	JPP, LLC as debt holder	7235	\$232,765,633.00	IP / Ground Lease Term Loan Facility
90.	JPP, LLC as debt holder	7229	\$232,765,633.00	IP / Ground Lease Term Loan Facility
91.	JPP, LLC as debt holder	7224	\$232,765,633.00	IP / Ground Lease Term Loan Facility
92.	JPP, LLC as debt holder	7526	\$80,199,593.52	Standalone LC Facility
93.	JPP, LLC as debt holder	7523	\$80,199,593.52	Standalone LC Facility
94.	JPP, LLC as debt holder	7512	\$80,199,593.52	Standalone LC Facility
95.	JPP, LLC as debt holder	7504	\$80,199,593.52	Standalone LC Facility
96.	JPP, LLC as debt holder	7500	\$80,199,593.52	Standalone LC Facility
97.	JPP, LLC as debt holder	7489	\$80,199,593.52	Standalone LC Facility
98.	JPP, LLC as debt holder	7486	\$80,199,593.52	Standalone LC Facility
99.	JPP, LLC as debt holder	7484	\$80,199,593.52	Standalone LC Facility
100.	JPP, LLC as debt holder	7470	\$80,199,593.52	Standalone LC Facility

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**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
101.	JPP, LLC as debt holder	7440	\$80,199,593.52	Standalone LC Facility
102.	JPP, LLC as debt holder	7438	\$80,199,593.52	Standalone LC Facility
103.	JPP, LLC as debt holder	7428	\$80,199,593.52	Standalone LC Facility
104.	JPP, LLC as debt holder	7424	\$80,199,593.52	Standalone LC Facility
105.	JPP, LLC as debt holder	7421	\$80,199,593.52	Standalone LC Facility
106.	JPP, LLC as debt holder	7390	\$80,199,593.52	Standalone LC Facility
107.	JPP, LLC as debt holder	7376	\$80,199,593.52	Standalone LC Facility
108.	JPP, LLC as debt holder	7373	\$80,199,593.52	Standalone LC Facility
109.	JPP, LLC as debt holder	7351	\$80,199,593.52	Standalone LC Facility
110.	JPP, LLC as debt holder	7340	\$80,199,593.52	Standalone LC Facility
111.	JPP, LLC as debt holder	7338	\$80,199,593.52	Standalone LC Facility
112.	JPP, LLC as debt holder	7329	\$80,199,593.52	Standalone LC Facility
113.	JPP, LLC as debt holder	7323	\$80,199,593.52	Standalone LC Facility
114.	JPP, LLC as debt holder	7313	\$80,199,593.52	Standalone LC Facility
115.	JPP, LLC as debt holder	7295	\$80,199,593.52	Standalone LC Facility
116.	JPP, LLC as debt holder	7284	\$80,199,593.52	Standalone LC Facility
117.	JPP, LLC as debt holder	7274	\$80,199,593.52	Standalone LC Facility
118.	JPP, LLC as debt holder	7203	\$80,199,593.52	Standalone LC Facility
119.	JPP, LLC as debt holder	7200	\$80,199,593.52	Standalone LC Facility
120.	JPP, LLC as debt holder	7195	\$80,199,593.52	Standalone LC Facility

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**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
121.	JPP, LLC as debt holder	7527	\$52,204,376.83	FILO Facility
122.	JPP, LLC as debt holder	7494	\$52,204,376.83	FILO Facility
123.	JPP, LLC as debt holder	7493	\$52,204,376.83	FILO Facility
124.	JPP, LLC as debt holder	7478	\$52,204,376.83	FILO Facility
125.	JPP, LLC as debt holder	7475	\$52,204,376.83	FILO Facility
126.	JPP, LLC as debt holder	7462	\$52,204,376.83	FILO Facility
127.	JPP, LLC as debt holder	7436	\$52,204,376.83	FILO Facility
128.	JPP, LLC as debt holder	7427	\$52,204,376.83	FILO Facility
129.	JPP, LLC as debt holder	7426	\$52,204,376.83	FILO Facility
130.	JPP, LLC as debt holder	7425	\$52,204,376.83	FILO Facility
131.	JPP, LLC as debt holder	7423	\$52,204,376.83	FILO Facility
132.	JPP, LLC as debt holder	7422	\$52,204,376.83	FILO Facility
133.	JPP, LLC as debt holder	7419	\$52,204,376.83	FILO Facility
134.	JPP, LLC as debt holder	7417	\$52,204,376.83	FILO Facility
135.	JPP, LLC as debt holder	7416	\$52,204,376.83	FILO Facility
136.	JPP, LLC as debt holder	7415	\$52,204,376.83	FILO Facility
137.	JPP, LLC as debt holder	7402	\$52,204,376.83	FILO Facility
138.	JPP, LLC as debt holder	7385	\$52,204,376.83	FILO Facility
139.	JPP, LLC as debt holder	7344	\$52,204,376.83	FILO Facility
140.	JPP, LLC as debt holder	7331	\$52,204,376.83	FILO Facility

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**Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims**

**In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)**

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
141.	JPP, LLC as debt holder	7328	\$52,204,376.83	FILO Facility
142.	JPP, LLC as debt holder	7327	\$52,204,376.83	FILO Facility
143.	JPP, LLC as debt holder	7304	\$52,204,376.83	FILO Facility
144.	JPP, LLC as debt holder	7272	\$52,204,376.83	FILO Facility
145.	JPP, LLC as debt holder	7271	\$52,204,376.83	FILO Facility
146.	JPP, LLC as debt holder	7233	\$52,204,376.83	FILO Facility
147.	JPP, LLC as debt holder	7198	\$52,204,376.83	FILO Facility
148.	JPP, LLC as debt holder	7189	\$52,204,376.83	FILO Facility
149.	JPP, LLC as debt holder	7169	\$52,204,376.83	FILO Facility
150.	SL Agent, LLC as administrative agent	7481	\$834,963,055.51	Real Estate 2020 Loan
151.	SL Agent, LLC, as administrative agent	7496	\$834,963,055.51	Real Estate 2020 Loan
152.	SL Agent, LLC, as administrative agent	7488	\$834,963,055.51	Real Estate 2020 Loan
153.	SL Agent, LLC, as administrative agent	7485	\$834,963,055.51	Real Estate 2020 Loan
154.	SL Agent, LLC, as administrative agent	7479	\$834,963,055.51	Real Estate 2020 Loan
155.	SL Agent, LLC, as administrative agent	7410	\$834,963,055.51	Real Estate 2020 Loan
156.	SL Agent, LLC, as administrative agent	7244	\$834,963,055.51	Real Estate 2020 Loan
157.	SL Agent, LLC, as administrative agent	7137	\$834,963,055.51	Real Estate 2020 Loan
158.	SL Agent, LLC, as administrative agent	7122	\$834,963,055.51	Real Estate 2020 Loan
159.	SL Agent, LLC, as administrative agent	7121	\$834,963,055.51	Real Estate 2020 Loan
160.	SL Agent, LLC, as administrative agent	7117	\$834,963,055.51	Real Estate 2020 Loan

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Debtors' Thirty-Fourth Omnibus Objection to Claims
Exhibit A - Disallowed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed*				
Ref #	Name of Claimant	Proof of Claim No. to be Disallowed	Asserted Claim Amount	Prepetition Loan Facility
161.	SL Agent, LLC, as administrative agent	7116	\$834,963,055.51	Real Estate 2020 Loan

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